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Counsel to Microsoft Corporation  
and Microsoft Licensing, GP

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDING  
INC.,  
et al.,

Debtors.

Chapter 11

Case No. 08-13555 (JMP)

(Joint Administration)

Related to Docket Nos. 60, 107

**CONDITIONAL OBJECTION AND RESERVATION OF  
RIGHTS BY MICROSOFT RE ASSUMPTION, ASSIGNMENT AND CURE**

COMES NOW Microsoft Corporation and its wholly subsidiary, Microsoft Licensing, GP (collectively, "Microsoft"), and make this conditional objection and reservation of rights:

1. Pursuant to the Sale Motion, the Debtors propose to sell certain assets of its wholly owned subsidiary, Lehman Brothers, Inc., to the Purchaser, Barclays Capital, Inc.
2. The Debtors also propose to assume and assign to the Purchaser and cure certain executory contracts with Microsoft listed on Debtors' website with Epiq Systems, a copy of which is attached hereto as Exhibit A.
3. Microsoft conditionally objects and reserves its right with regard to the contracts listed and the cure amount. The contracts are not listed with specificity and it

will take Microsoft some time to determine the particular contracts that Debtors wish to assume and assign. Microsoft will also need to determine whether the cure amount stated is correct.

4. Further, Microsoft's consent is required. The contracts to be assumed appear to include licenses that Debtors have of Microsoft software and products. These licenses are licenses of copyrighted materials and, therefore, may not be assumed or assigned without Microsoft's consent. In re Catapult Entertainment, 165 F.3d 747 (9<sup>th</sup> Cir. 1999) (since federal patent law excused non-debtor licensor from rendering performance, debtor could not assume or assign the non-exclusive patent license without the non-debtor's licensor's consent). The analysis of the court in In re Catapult holds true for non-exclusive copyright licenses. See In re Access Beyond Technologies, Inc., 237 B.R. 32, 48 49 (Bankr. D. Del. 1999) (citing In re West Elec., Inc., 852 F.2d 79 (3d Cir. 1988)); In re Patient Educ. Media, 210 B.R. 237, 243 (Bankr. S.D.N.Y. 1997) (holding that debtor could not assume and assign nonexclusive license without copyright owner's consent).

WHEREFORE, Microsoft conditionally objects and reserves its rights.

Dated: September 19, 2008

RIDDELL WILLIAMS P.S.

By:

  
Joseph E. Shickich, Jr. (JS 5229)  
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Attorneys for Microsoft Corporation and  
Microsoft Licensing, GP

## EXHIBIT A



ASSUME

Vendor Name+	Type II	Vendor Contact Name	Vendor Contact Address	Lehman Entity
MESSAGEGATE, INC.	Other	N/A	N/A	N/A
META GROUP INC.	Amendment / Addendum / Schedule	N/A	208 Harbor Drive, PO Box 120061, Stamford, CT 06912	LBI
META GROUP, INC.	Master Agreement	not listed	949 Sherwood Avenue, Suite 200, Los Altos, Ca 94022	LBI
METREOS CORPORATION	Master Agreement / Amendment / Addendum / Schedule	not listed not listed	Metromedia Fiber Network Services, Inc., White Plains, NY 10601	LBI
METROMEDIA FIBER NETWORK SVCS	Amendment / Addendum / Schedule	Legal Affairs not listed	no attachment.	LBI
MGE UPS SYSTEMS INDIA PRIVATE LIMITED	Transaction Schedule	not listed	no attachment.	Unknown
Micro Strategies Inc.	Standalone Agreement	not listed	no attachment.	LBI
Microbank Software Inc.	Trial	not listed	no attachment.	Lehman Brothers
MICROBANK SOFTWARE INC.	Amendment / Addendum / Schedule	not listed N/A	Microsoft Licensing GP, Dept. 551, Volume Licensing, 6100 Neil Road, suite 210, Reno, Nevada, 89511-1137 with copy to Microsoft Corporation law and Corporate Affairs, Volume Licensing Group, One Microsoft Way, Redmond, Wa, 98052	LBI
MICROSOFT CORPORATION	Transaction Schedule	not listed	Microsoft Licensing GP, Dept. 551, Volume Licensing, 6100 Neil Road, suite 210, Reno, Nevada, 89511-1137 with copy to Microsoft Corporation law and Corporate Affairs, Volume Licensing Group, One Microsoft Way, Redmond, Wa, 98052	LBI
MICROSOFT CORPORATION	Master Agreement	not listed	Microsoft Licensing GP, Dept. 551, Volume Licensing, 6100 Neil Road, suite 210, Reno, Nevada, 89511-1137 with copy to Microsoft Corporation law and Corporate Affairs, Volume Licensing Group, One Microsoft Way, Redmond, Wa, 98052	LBI
MICROSOFT CORPORATION	Amendment / Addendum / Schedule	net listed	Microsoft Licensing GP, Dept. 551, Volume Licensing, 6100 Neil Road, suite 210, Reno, Nevada, 89511-1137 with copy to Microsoft Corporation law and Corporate Affairs, Volume Licensing Group, One Microsoft Way, Redmond, Wa, 98052	LBI
MICROSOFT CORPORATION	Amendment / Addendum / Schedule	not listed	Microsoft Licensing GP, Dept. 551, Volume Licensing, 6100 Neil Road, suite 210, Reno, Nevada, 89511-1137 with copy to Microsoft Corporation law and Corporate Affairs, Volume Licensing Group, One Microsoft Way, Redmond, Wa, 98052	LBI
MICROSOFT CORPORATION	Amendment / Addendum / Schedule	not listed	Microsoft Licensing GP, Dept. 551, Volume Licensing, 6100 Neil Road, suite 210, Reno, Nevada, 89511-1137 with copy to Microsoft Corporation law and Corporate Affairs, Volume Licensing Group, One Microsoft Way, Redmond, Wa, 98052	LBI
MICROSOFT CORPORATION	Amendment / Addendum / Schedule	Kelly Murray	3 City Place Drive, Suite 1100, St. Louis, MO 63141	LBI
MICROSOFT CORPORATION	Amendment / Addendum / Schedule	Brad Clambotti	28273 BB50 Microsoft Way, Apt-1229, Charlotte, NC 28273	LBI
Microsoft Corporation	Maintenance Renewal Quote	not listed	One Microsoft Way	LBI
Microsoft Corporation	Attn: MS Support Network Sales/RWG-3	Microsoft Corporation	Redmond, WA 98052	LBI
Microsoft Corporation	Microsoft Corporation	One Microsoft Way	Redmond, WA 98052	LBI
MICROSOFT CORPORATION	Amendment / Addendum / Schedule	N/A	N/A	N/A
MICROSOFT CORPORATION	Amendment / Addendum / Schedule	N/A	N/A	N/A
MICROSOFT CORPORATION	Other	no attachment	no attachment	no attachment
MICROSOFT CORPORATION	Professional and Consulting	no attachment	no attachment	unknown

ASSUME

Vendor Name+	Type II	Vendor Contact Name	Vendor Contact Address	Lehman Entity
Microsoft Licensing GP	Microsoft Licensing GP w/ copy to Microsoft Corporation Law and Corporate Affairs Volume Licensing Group	Debt 551: Volume Licensing 6100 Neil Rd, Suite 210 Reno, Nevada 89511-1137	One Microsoft Way Redmond, WA 98052	LBTI
MISYS IQ LLC	Master Agreement	not listed	325 West 38th Street, New York, NY 10018	[B1]
MILLIMAN, INC.	Master Agreement	Melinda Wilson	150 Field Drive, Suite 180 Lake Forest, IL 60045	Lehman Brothers
MILLIMAN, INC.	Master Agreement	Melinda Wilson	150 Field Drive, Suite 180, Lake Forest, IL 60045	[B1]
MIRROR IMAGE	Trial	not listed	Two Highwood Drive, Tewksbury, Ma 01876	Lehman Brothers
MISYS INTERNATIONAL	Amendment / Addendum / Schedule	no attachment*	No attachment:	[B1]
MISYS IQ LLC	Amendment / Addendum / Schedule	not listed	1180 Avenue of Americas 4th floor, New York, NY	LBHI
MISYS IQ LLC	Amendment / Addendum / Schedule	not listed	1180 Avenue of Americas 4th floor, New York, NY	LBHI
MISYS IQ LLC	Master Agreement	not listed	10019 and copy to Misys PLC, Burleigh House, Chapel Oak, Safford Priors, Evesham, Worcestershire, England WR11 6SP att:	LBHI
MISYS IQ LLC	General Commercial Operations-Head	Company Secretary	10019 and copy to Misys PLC, Burleigh House, Chapel Oak, Safford Priors, Evesham, Worcestershire, England WR11 6SP att:	LBHI
MISYS IQ LLC	Amendment / Addendum / Schedule	not listed	Mobile Reach International, Inc.	LBHI
MISYS IQ LLC	Maintenance Renewal Quote	not listed	Mobile Reach International, Inc.	LBHI
MOBILE ACCESS NETWORKS	Maintenance Renewal Quote	no attachment	Mobile Reach International, Inc.	LBHI
Mobile Reach International, Inc.	Mobile Reach International, Inc.	Mobile Reach International, Inc.	800 Regency Parkway Suite 660 Cary, NC 27511	N/A
MOBILE REACH TECHNOLOGIES INC	Master Agreement	not listed	800 Regency Parkway, Suite 660, Cary, NC	LBHI
MOBIUS MANAGEMENT SYSTEMS INC	Amendment / Addendum / Schedule	not listed	27511	LBHI
MOBIUS MANAGEMENT SYSTEMS INC	Amendment / Addendum / Schedule	not listed	not listed	LBHI
MOBIUS MANAGEMENT SYSTEMS INC	Amendment / Addendum / Schedule	not listed	not listed	LBHI
MOBIUS MANAGEMENT SYSTEMS INC	Amendment / Addendum / Schedule	not listed	not listed	LBHI
MONSTER INC	Master Agreement	not listed	not listed	LBHI
MOODY'S	Amendment / Addendum / Schedule	not listed	5 Clock Tower, Maynard, Ma. 01754	LBHI
MOODY'S	Amendment / Addendum / Schedule	not listed	not listed	LBHI
MOODY'S	Termination Letter	see comments	not listed	LBHI
MOODY'S ANALYTICS (EX.MOODY'S INVESTORS)	Amendment / Addendum / Schedule	not listed	not listed	LBHI
MOODY'S ANALYTICS INC	Amendment / Addendum / Schedule	not listed	not listed	LBHI
MOODY'S ECONOMY.COM, INC.	Amendment / Addendum / Schedule	not listed	not listed	LBHI
MOODY'S ECONOMY.COM, INC.	Amendment / Addendum / Schedule	not listed	not listed	LBHI
MOODY'S ECONOMY.COM, INC.	Amendment / Addendum / Schedule	not listed	not listed	LBHI
MOODY'S ECONOMY.COM, INC.	Amendment / Addendum / Schedule	not listed	not listed	LBHI

NOT AS SUMME

Vendor Name*	Type II	Vendor Contact Name	Vendor Contact Address	Lehman Entity
MOODY'S INVESTOR SERVICES	Amendment / Addendum / Schedule	Noah Berliner	7 World Trade Center/250 Greenwich Street, NYC, NY 10007	Unknown
MORGAN STANLEY CAPITAL INTERNATIONAL, MSCI INC.	Amendment / Addendum / Schedule	Noah Berliner	7 World Trade Center/250 Greenwich Street, NYC, NY 10007	Unknown
MORGAN STANLEY CAPITAL INTERNATIONAL, MSCI INC.	Master Agreement	N/A	Blvd Blvd 400 Suite 350 Jacksonville, Florida 32256	Unknown
MORNINGSTAR INC	Master Agreement	N/A	MSCI Inc. 88 Pine Street, NYC, NY 10005	N/A
MORNINGSTAR INC	Amendment / Addendum / Schedule	N/A	MSCI Inc. 88 Pine Street, NYC, NY 10005	N/A
MORNINGSTAR INC	Master Agreement	N/A	MSCI Inc. 88 Pine Street, NYC, NY 10005	N/A
MORSE GROUP LIMITED	Amendment / Addendum / Schedule	N/A	One Microsoft Way, Redmond, WA 98052-5399	Unknown
MORSE GROUP LIMITED	TBD	N/A		
MORTGAGEFLEX SYSTEMS, INC.	Amendment / Addendum / Schedule	Bill Dahmenberg	MortgageFlex Systems Inc. 10151 Deerwood Park	
MSCI	Amendment / Addendum / Schedule	MSCI Finance Department	Blvd Blvd 400 Suite 350 Jacksonville, Florida 32256	
MSCI	Master Agreement	MSCI Finance Department	MSCI Inc. 88 Pine Street, NYC, NY 10005	
MSCI	Amendment / Addendum / Schedule	MSCI Finance Department	MSCI Inc. 88 Pine Street, NYC, NY 10005	
MSCI	Amendment / Addendum / Schedule	MSCI Finance Department	MSCI Inc. 88 Pine Street, NYC, NY 10005	
MSL,GP				

CURE

Vendor Name+	Cure amounts
MICROSOFT CORPORATION	\$0.00
Microsoft Licensing GP	\$22,580,526.60
Middlefield Park	\$0.00
Millerneum de Investimentos Imobiliarios LTDA	\$0.00
MISYS INTERNATIONAL	\$0.00
MISYS IQ LLC	\$0.00
MJH Wacker LLC	\$0.00
MOBILE ACES NETWORKS	\$0.00
MOBIUS MANAGEMENT SYSTEMS INC	\$0.00
MOODY'S	\$1,775,663.00
MOODY'S ANALYTICS (EX MOODY'S INVESTORS	\$0.00
MOODY'S ECONOMY.COM, INC.	\$305,442.00
MOODY'S INVESTOR SERVICE	\$0.00
MOODY'S INVESTOR SERVICES	\$0.00
MORGAN STANLEY CAPITAL INTERNATIONAL	\$38,000.00
MORNINGSTAR INC	\$0.00
MORTGAGEFLEX SYSTEMS, INC.	\$30,625.00
MSCI	\$0.00
MSTD INC	\$0.00
Muler Data Corporation	\$0.00
MUREX NORTH AMERICA INC.	\$29,261.25
NANSCO	\$70,000.00
NASD NASDAQ, INC	\$0.00
NASDAQ	\$0.00
NASDAQ STOCK MARKET INC.	\$0.00
NASTEL TECHNOLOGIES INC.	\$52,428.14
National Stock Exchange Inc.	\$0.00
Netezza	\$0.00
NETTEZZA CORPORATION	\$0.00
Netqos*	\$0.00
NETSCOUT SYSTEMS INC	\$23,419.82
NETWORK APPLIANCE INC.	\$436,580.80
NETWORK GENERAL	\$0.00
NEW MEDIA TECHNOLOGIES INC	\$0.00
NEW YORK STOCK EXCHANGE INC	\$44,510.73
Nexa Technologies-Tick Data	\$0.00
NICE GmbH	\$0.00
NIHON BT	\$0.00
NIHON LIBA TEC	\$0.00
NIKKEI NEWSPAPER MARKETING	\$0.00
NIKKEI SHIMBUN EUROPE LTD.	\$0.00
NORTHROP GRUMMAN	\$28,591.65
NPD GROUP INC	\$4,253.89